

Hung Priscilla  
Form 3  
September 07, 2012

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Hung Priscilla  
(Last) (First) (Middle)

GUIDEWIRE SOFTWARE,  
INC.,Â 1001 E. HILLSDALE  
BLVD.

(Street)

FOSTER CITY,Â CAÂ 94404

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
09/05/2012

3. Issuer Name **and** Ticker or Trading Symbol  
Guidewire Software, Inc. [GWRE]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
See Remarks

5. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

22,764

D Â

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative

5. Ownership  
Form of  
Derivative  
Security:

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(1)</u>	08/15/2017	Common Stock	47,800	\$ 2.74	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	12/02/2018	Common Stock	40,000	\$ 3.73	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	04/07/2020	Common Stock	25,000	\$ 4.5	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	07/20/2021	Common Stock	30,000	\$ 7.5	D	Â
Restricted Stock Units	Â <u>(5)</u>	12/07/2020	Common Stock	37,500	\$ 0	D	Â
Restricted Stock Units	Â <u>(6)</u>	03/08/2021	Common Stock	17,188	\$ 0	D	Â
Restricted Stock Units	Â <u>(7)</u>	07/20/2021	Common Stock	24,375	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hung Priscilla GUIDEWIRE SOFTWARE, INC. 1001 E. HILLSDALE BLVD. FOSTER CITY, CA 94404	Â	Â	Â See Remarks	Â

## Signatures

/s/ Richard Kline, Attorney in Fact for Priscilla Hung

09/06/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This stock option is fully vested and exercisable.
- (2) This stock option vests and becomes exercisable with respect to 1/48th of the shares each month after the vesting commencement date of December 2, 2008.
- (3) This stock option vests and becomes exercisable with respect to 1/48th of the shares each month after the vesting commencement date of April 8, 2010.
- (4) This stock option vests and becomes exercisable with respect to 1/48th of the shares each month after the vesting commencement date of July 21, 2011.
- (5) The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting. The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from

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December 15, 2010, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting.

- (6) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from March 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting.

- (7) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from September 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

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### Remarks:

SVP,Â OperationsÂ andÂ CorporateÂ Development

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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